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and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, <i>et al.</i>,	: Case No. 18-23538 (RDD)
	:
Debtors.¹	: (Jointly Administered)
-----X	

**CERTIFICATE OF NO OBJECTION PURSUANT TO 28 U.S.C.
§ 1746 REGARDING DEBTORS' TENTH OMNIBUS OBJECTION TO
PROOFS OF CLAIM (TO RECLASSIFY CERTAIN CLAIMS)**

TO THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE:

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Pursuant to 28 U.S.C. § 1746, and in accordance with this Court's case management procedures set forth in the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the "**Amended Case Management Order**"), the undersigned hereby certifies as follows:

1. On September 26, 2019, Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), filed the *Debtors' Tenth Omnibus Objection to Proofs of Claim (To Reclassify Certain Claims)* (ECF No. 5237) (the "**Omnibus Objection**").

2. In accordance with the Amended Case Management Order, the Debtors established a deadline for parties to file responses to the Omnibus Objection (the "**Response Deadline**"). The Response Deadline was set for October 16, 2019, at 4:00 p.m. (Prevailing Eastern Time).² The Amended Case Management Order provides that pleadings may be granted without a hearing, provided that no objections or other responsive pleadings have been filed on, or prior to, the relevant response deadline and the attorney for the entity who filed the pleading complies with the relevant procedural and notice requirements.

3. The Response Deadline has now passed and, to the best of my knowledge, with respect to the claims identified on **Exhibit 1** (the "**Reclassified Claims**") to the proposed order granting the relief requested in the Omnibus Objection (the "**Proposed Order**"), a copy of which is annexed hereto as **Exhibit A**, no responsive pleadings have been filed with the Court on the docket of the above-referenced cases in accordance with the procedures set forth in the Amended Case Management Order or served on counsel to the Debtors.

² Notwithstanding the Response Deadline, the Debtors accepted as timely any response filed and served by October 23, 2019 at 4:00 p.m. (Prevailing Eastern Time).

4. Accordingly, the Debtors respectfully request that the Proposed Order be entered in accordance with the procedures described in the Amended Case Management Order.

I declare that the foregoing is true and correct.

Dated: November 8, 2019
New York, New York

/s/ Garrett A. Fail

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Attorneys for Debtors

and Debtors in Possession

Exhibit A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (RDD)
	:
Debtors. ¹	: (Jointly Administered)
-----X	

**ORDER GRANTING DEBTORS' TENTH OMNIBUS OBJECTION
TO PROOFS OF CLAIM (TO RECLASSIFY CERTAIN CLAIMS)**

Upon the *Debtors' Tenth Omnibus Objection to Proofs of Claim (To Reclassify Certain Claims)*, filed September 26, 2019 (the "**Objection**"),² of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), pursuant to section 502 under title 11 of the United States Code (the "**Bankruptcy Code**") and Rule 3007 of the Federal Rules of Bankruptcy Procedures (the "**Bankruptcy Rules**"), for an order (i) reclassifying the asserted administrative expense, priority, or secured amounts of the Reclassified Claims, and (ii) granting related relief , as more fully set forth in the Objection; and the Court having jurisdiction to consider the Objection and the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

² Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having entered the *Order Approving (I) Claims Objection Procedures, (II) Claims Settlement Procedures, and (III) Claims Hearing Procedures* (ECF No. 3014) (the “**Claims Procedures Order**”); and due and proper notice of the relief requested in the Objection having been provided in accordance with the Claims Procedures Order, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; and it appearing that other or further notice need be provided; and upon the record of all of the proceedings had before the Court; and the Court having found and determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and that the relief sought in the Objection is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The relief requested in the Objection is granted to the extent set forth herein.
2. Pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, each of the claims listed on **Exhibit 1** annexed hereto is reclassified as a general unsecured claim to the extent set forth on **Exhibit 1**.
3. Nothing herein shall otherwise constitute an admission or finding concerning the amount or validity of any of the claims.
4. This Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of, and all rights to object to or defend on any basis are expressly reserved with respect to any claim referenced or identified in the Objection that is not listed on **Exhibit 1**.

5. The rights of the Debtors to object to all claims, in whole or in part, and on any basis, are specifically preserved.

6. The Debtors, the Debtors' claims and noticing agent, Prime Clerk, and the Clerk of this Bankruptcy Court are authorized to take all actions necessary or appropriate to give effect to this Order.

7. The terms and conditions of this Order are effective immediately upon entry.

Dated: _____, 2019
White Plains, New York

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Debtors' Tenth Omnibus Objection to Proofs of Claim
Exhibit 1 - Reclassified Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Reclassified Claims ¹									
Ref #	Name of Claimant	Affected Claim No.	Asserted & Surviving Claim Amounts ²	503(b)(9) Administrative Priority Claim	Administrative Priority Claim	Secured Claim	Priority Claim	General Unsecured Claim	Total Claim
7.	Asia Socks Inc	8568	Asserted	\$173,945.46					\$173,945.46
			Surviving	\$0.00				\$173,945.46	\$173,945.46
8.	Baby Coca for Wears and Textiles Co.	1262	Asserted	\$157,059.12					\$157,059.12
			Surviving	\$0.00				\$157,059.12	\$157,059.12
9.	Baby Coca for Wears and Textiles Co.	1263	Asserted	\$24,986.64					\$24,986.64
			Surviving	\$0.00				\$24,986.64	\$24,986.64
10.	Baby Coca for Wears and Textiles Co.	1525	Asserted	\$74,968.26					\$74,968.26
			Surviving	\$0.00				\$74,968.26	\$74,968.26
11.	Baby Coca for Wears and Textiles Co.	1754	Asserted	\$137,756.24					\$137,756.24
			Surviving	\$0.00				\$137,756.24	\$137,756.24
12.	Baby Coca for Wears and Textiles Co.	1999	Asserted	\$116,651.44					\$116,651.44
			Surviving	\$0.00				\$116,651.44	\$116,651.44
13.	Baby Coca for Wears and Textiles Co.	2074	Asserted	\$55,594.28					\$55,594.28
			Surviving	\$0.00				\$55,594.28	\$55,594.28
14.	Baby Coca for Wears and Textiles Co.	2088	Asserted	\$266,050.25					\$266,050.25
			Surviving	\$0.00				\$266,050.25	\$266,050.25
15.	Baby Coca for Wears and Textiles Co.	2096	Asserted	\$93,984.82					\$93,984.82
			Surviving	\$0.00				\$93,984.82	\$93,984.82
16.	Billion Best Industrial Limited	8155	Asserted	\$153,488.65				\$1,403,429.95	\$1,556,918.60
			Surviving	\$0.00				\$1,556,918.60	\$1,556,918.60
17.	Billion Best Industrial Limited	8156	Asserted	\$205,447.70				\$1,053,362.20	\$1,258,809.90
			Surviving	\$29,743.18				\$1,229,066.72	\$1,258,809.90
18.	BLANCOS PILESO SA DE CV	6292	Asserted	\$79,221.44					\$79,221.44
			Surviving	\$0.00				\$79,221.44	\$79,221.44
19.	Blancos Pileso SA DE CV	6296	Asserted	\$20,941.80					\$20,941.80
			Surviving	\$0.00				\$20,941.80	\$20,941.80
20.	BLANCOS PILESO SA DE CV	6401	Asserted	\$11,730.19					\$11,730.19
			Surviving	\$0.00				\$11,730.19	\$11,730.19
27.	FOUND DESIGN STUDIO LIMITED	12890	Asserted	\$2,500.00					\$2,500.00
			Surviving	\$0.00				\$2,500.00	\$2,500.00
28.	FUZHOU FUSHAN PNEUMATIC CO.,LTD.	4541	Asserted	\$1,280,065.72					\$1,280,065.72
			Surviving	\$144,664.84				\$1,135,400.88	\$1,280,065.72
29.	Gaia Group, Inc.	4279	Asserted	\$12,600.00				\$161,768.44	\$174,368.44
			Surviving	\$11,374.05				\$162,994.39	\$174,368.44
34.	HANGZHOU IN-CHOICE IMPORT AND EXPORT CO., LTD	4587	Asserted	\$283,341.12					\$283,341.12
			Surviving	\$0.00				\$283,341.12	\$283,341.12
35.	HANGZHOU IN-CHOICE IMPORT AND EXPORT CO., LTD	4588	Asserted	\$99,197.40				\$259,956.96	\$359,154.36
			Surviving	\$0.00				\$359,154.36	\$359,154.36
36.	Hangzhou In-Choice Import and Export Co., Ltd	4609	Asserted	\$109,669.53				\$216,378.64	\$326,048.17
			Surviving	\$0.00				\$326,048.17	\$326,048.17
37.	Hangzhou In-Choice Import and Export Co., Ltd	4616	Asserted	\$171,875.70					\$171,875.70
			Surviving	\$4,024.80				\$167,850.90	\$171,875.70
38.	HK Sino-Thai Trading Company Ltd.,	1060	Asserted	\$318,718.62			\$89,700.00		\$408,418.62
			Surviving	\$58,602.41			\$89,700.00	\$260,116.21	\$408,418.62
39.	Hong Kong City Toys Factory Limited	1623	Asserted	\$361,005.45					\$361,005.45
			Surviving	\$0.00				\$361,005.45	\$361,005.45
40.	House & Home Ltd	492	Asserted	\$25,498.80					\$25,498.80
			Surviving	\$0.00				\$25,498.80	\$25,498.80
41.	House & Home Ltd.	790	Asserted	\$113,808.60					\$113,808.60
			Surviving	\$0.00				\$113,808.60	\$113,808.60

Debtors' Tenth Omnibus Objection to Proofs of Claim
Exhibit 1 - Reclassified Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Reclassified Claims ¹									
Ref #	Name of Claimant	Affected Claim No.	Asserted & Surviving Claim Amounts ²	503(b)(9) Administrative Priority Claim	Administrative Priority Claim	Secured Claim	Priority Claim	General Unsecured Claim	Total Claim
44.	Jordache Enterprises, Inc.	7845	Asserted	\$1,818,417.10				\$2,365,623.20	\$4,184,040.30
			Surviving	\$1,138,752.56				\$3,045,287.74	\$4,184,040.30
45.	MAYFAIR ACCESSORIES INTL LTD	14249	Asserted	\$369,636.58					\$369,636.58
			Surviving	\$6,966.51				\$362,670.07	\$369,636.58
46.	MAYFAIR ACCESSORIES INT'L LTD	14127	Asserted	\$841,716.89				\$1,453,395.97	\$2,295,112.86
			Surviving	\$5,529.60				\$2,289,583.26	\$2,295,112.86
47.	MEENU CREATION LLP	1546	Asserted	\$323,931.49				\$217,973.28	\$541,904.77
			Surviving	\$277,048.49				\$264,856.28	\$541,904.77
48.	MEENU CREATION LLP	1852	Asserted	\$222,056.82				\$65,489.81	\$287,546.63
			Surviving	\$146,201.82				\$141,344.81	\$287,546.63
49.	Mercuries Asia Ltd.	247	Asserted	\$9,540.00					\$9,540.00
			Surviving	\$0.00				\$9,540.00	\$9,540.00
50.	Mercuries Asia Ltd.	279	Asserted	\$13,769.40					\$13,769.40
			Surviving	\$0.00				\$13,769.40	\$13,769.40
53.	MKK Enterprises Corp (DUNS#86681326)	810	Asserted	\$2,507,711.58		\$182,172.90		\$3,829,926.46	\$6,519,810.94
			Surviving	\$2,084,209.43		\$182,172.90		\$4,253,428.61	\$6,519,810.94
54.	MOVEIS K1 LTDA	14222	Asserted	\$296,103.51			\$296,103.50		\$592,207.01
			Surviving	\$0.00			\$296,103.50	\$296,103.51	\$592,207.01
55.	Nano Star Ventues Limited	2274	Asserted	\$18,918.00				\$235,963.59	\$254,881.59
			Surviving	\$9,427.47				\$245,454.12	\$254,881.59
56.	One To One Garment Mfg., Ltd.	1782	Asserted	\$1,123.20				\$56,516.50	\$57,639.70
			Surviving	\$0.00				\$57,639.70	\$57,639.70
57.	One To One Garment Mfg., Ltd.	1960	Asserted	\$109,396.32				\$136,892.94	\$246,289.26
			Surviving	\$0.00				\$246,289.26	\$246,289.26
60.	P.K. Douglass Inc.	8516	Asserted	\$30,778.80				\$16,702.80	\$30,778.80
			Surviving	\$14,076.00				\$649,685.31	\$1,478,877.15
61.	PCL Co Limited	10928	Asserted	\$829,191.84				\$1,097,331.08	\$1,478,877.15
			Surviving	\$381,546.07					\$1,478,877.15
63.	Plumbing Technologies, LLC	11179	Asserted	\$166,563.40					\$166,563.40
			Surviving	\$0.00				\$166,563.40	\$166,563.40
64.	QUALITY HOUSE INT	13284	Asserted	\$141,342.75				\$642,984.39	\$784,327.14
			Surviving	\$62,324.18				\$722,002.97	\$784,327.14
65.	R2P GROUP INC	832	Asserted	\$421,463.96					\$421,463.96
			Surviving	\$121,913.28				\$299,550.68	\$421,463.96
66.	Regency International Marketing Corp.	349	Asserted	\$42,900.00				\$412,695.32	\$455,595.32
			Surviving	\$22,800.00				\$432,795.32	\$455,595.32
68.	SHENZHEN EVERBEST MACHINERY INDUSTRY CO., LTD	14047	Asserted	\$391,387.44				\$1,500,543.18	\$1,891,930.62
			Surviving	\$163,501.84				\$1,728,428.78	\$1,891,930.62
69.	SHI YI FOOTWEAR MFG FACTORY	3182	Asserted	\$36,277.32				\$40,133.88	\$76,411.20
			Surviving	\$0.00				\$76,411.20	\$76,411.20
71.	Sunny Days Entertainment, LLC	1077	Asserted	\$55,918.73				\$136,744.81	\$192,663.54
			Surviving	\$6,285.53				\$186,378.01	\$192,663.54
72.	Sunny Jet Textiles Co, Ltd	1388	Asserted	\$21,429.72					\$21,429.72
			Surviving	\$285.43				\$21,144.29	\$21,429.72
73.	Sunny Jet Textiles Co.,Ltd	179	Asserted	\$10,082.88					\$10,082.88
			Surviving	\$0.00				\$10,082.88	\$10,082.88
74.	Superb International Co., Ltd	10281	Asserted	\$232,566.31					\$232,566.31
			Surviving	\$0.00				\$232,566.31	\$232,566.31
75.	Superb International Co., Ltd	10733	Asserted	\$271,234.49					\$271,234.49
			Surviving	\$59,881.30				\$211,353.19	\$271,234.49

Debtors' Tenth Omnibus Objection to Proofs of Claim
Exhibit 1 - Reclassified Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Reclassified Claims ¹									
Ref #	Name of Claimant	Affected Claim No.	Asserted & Surviving Claim Amounts ²	503(b)(9) Administrative Priority Claim	Administrative Priority Claim	Secured Claim	Priority Claim	General Unsecured Claim	Total Claim
76.	Superb International Co., Ltd	12087	Asserted	\$749,222.08					\$749,222.08
			Surviving	\$0.00				\$749,222.08	\$749,222.08
77.	Superb International Co., Ltd	12092	Asserted	\$115,915.02	\$97,584.02				\$213,499.04
			Surviving	\$0.00	\$97,584.02			\$115,915.02	\$213,499.04
78.	Superb International Co., Ltd	12944	Asserted	\$171,923.71	\$52,630.96				\$224,554.67
			Surviving	\$0.00	\$52,630.96			\$171,923.71	\$224,554.67
79.	Superb International Co., Ltd	13228	Asserted	\$84,269.16					\$84,269.16
			Surviving	\$0.00				\$84,269.16	\$84,269.16
80.	Suzhou Chunju Electric Co Ltd.	6823	Asserted	\$109,132.80				\$268,992.90	\$378,125.70
			Surviving	\$0.00				\$378,125.70	\$378,125.70
83.	The United States Playing Card Company	14198	Asserted	\$54,764.40				\$80,103.50	\$134,867.90
			Surviving	\$190.57				\$134,677.33	\$134,867.90
93.	Xiamen Golden Textile Imp & Exp Co, LTD	485	Asserted	\$416,050.31				\$439,433.02	\$855,483.33
			Surviving	\$266,805.87				\$588,677.46	\$855,483.33
94.	Xiamen Golden Textile Imp&Exp Co., Ltd	716	Asserted	\$767,310.44				\$481,506.24	\$1,248,816.68
			Surviving	\$534,724.74				\$714,091.94	\$1,248,816.68
95.	Yat Fung (Macao Commercial Offshore) Ltd.	5314	Asserted	\$45,257.40				\$79,625.19	\$124,882.59
			Surviving	\$44,606.25				\$80,276.34	\$124,882.59
96.	Zenithen (Hong Kong) Limited	4546	Asserted	\$23,020.80					\$23,020.80
			Surviving	\$0.00				\$23,020.80	\$23,020.80
97.	Zhejiang Kata Technology Co., Ltd	647	Asserted	\$1,403,587.38					\$1,403,587.38
			Surviving	\$545,086.90				\$858,500.48	\$1,403,587.38
98.	ZURU LLC	14681	Asserted	\$212,658.62				\$197,672.34	\$410,330.96
			Surviving	\$182,941.64				\$227,389.32	\$410,330.96

¹ Asserted Claim amounts include any asserted unliquidated amounts.

² As set forth in the Objection, the Debtors seek to reclassify all Claims listed herein on the basis that the Claims relate to goods received by the Debtors outside the 503(b)(9) Window (as defined in the Objection).